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Attorneys for Defendants
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BRUCE L. CLAFLIN, NICHOLAS M. DONOFRIO,
JOHN R. HARDING, RORY R. READ, THOMAS J.
SEIFERT, LISA T. SU and Nominal Defendant
ADVANCED MICRO DEVICES, INC.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

CHRISTOPHER HAMILTON and DAVID
HAMILTON, derivatively, on behalf of
ADVANCED MICRO DEVICES, INC.,

Plaintiff,

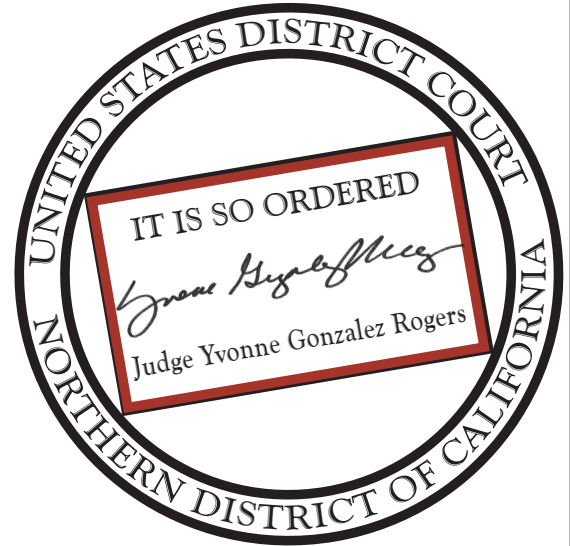
v.

W. MICHAEL BARNES, RICHARD A.
BERGMAN, JOHN E. CALDWELL,
HENRY WK CHOW, BRUCE L. CLAFLIN,
NICHOLAS M. DONOFRIO, JOHN R.
HARDING, RORY R. READ, THOMAS J.
SEIFERT and LISA T. SU,

Defendants,

and

ADVANCED MICRO DEVICES, INC.
Nominal Defendant.



CASE NO. 4:15-cv-01890-YGR

**CORRECTED STIPULATION AND
~~PROPOSED~~ ORDER TO TEMPORARILY
STAY CIVIL ACTION**

Judge: Hon. Yvonne Gonzalez Rogers
Date: June 17, 2015
Time: 2:00 PM
Dept: Courtroom 1, 4th Floor Oakland

1 WHEREAS, on April 27, 2015, plaintiffs Christopher Hamilton and David Hamilton
2 (“Plaintiffs”) filed a shareholder derivative complaint (“Complaint”) on behalf of Advanced
3 Micro Devices, Inc. (“AMD” or the “Company”) alleging breach of fiduciary duty, waste of
4 corporate assets, and unjust enrichment against certain of the Company’s officers and directors
5 (collectively with AMD, the “Defendants”) (Plaintiffs and Defendants are collectively referred to
6 herein as the “Parties”);

7 WHEREAS, a securities fraud class action captioned *Hatamian, et al. v. Advanced Micro*
8 *Devices, Inc., et al.*, No. 3:14-cv-00226-YGR is currently pending in the U.S. District Court for
9 the Northern District of California (the “Securities Action”) which asserts federal claims arising
10 from facts common to this action;

11 WHEREAS, there is a related derivative action pending in the Superior Court of
12 California the County of Santa Clara (“State Court Action”) captioned *Wessels v. Read, et al.*,
13 Case No. 1:14-cv-262486, which asserts claims arising from facts common to this action;

14 WHEREAS, the State Court Action, including all discovery, has been stayed pending the
15 resolution of the Securities Action; and

16 WHEREAS, based on the unique circumstances of the instant action, and in light of
17 Defendants’ agreement to provide Plaintiffs with reasonably prompt access to discovery
18 produced by defendants in the Securities Action, and to invite Plaintiffs to participate in
19 mediation, the Parties agree that it is in the best interests of the Company to stay this action, as
20 set forth below;

21 NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by Plaintiffs and
22 Defendants, through their undersigned counsel of record and subject to the approval of the Court,
23 in accordance with Civil Local Rules 6-2 and 7-12, as follows:

24 1. This action, including all deadlines and hearings, is hereby temporarily stayed
25 pending the resolution of the Securities Action;

26 2. The case management conference scheduled for June 17, 2015 is vacated;

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1 3. Within thirty (30) days of the resolution of the Securities Action, the Parties shall
2 meet and confer and submit a proposed schedule to the Court for further proceedings in this
3 action;

4 4. Subject to the entry of an appropriate protective order or confidentiality
5 agreement, Defendants agree to promptly provide Plaintiffs, with undersigned Counsel at
6 Schubert Jonckheer & Kolbe LLP designated as Plaintiffs' receiving agent, with copies of all
7 discovery produced by defendants to the plaintiffs in the Securities Action after such discovery is
8 produced to the plaintiffs in the Securities Action by defendants, including all transcripts of
9 depositions taken in the Securities Action, except to the extent such deposition transcripts or
10 portions thereof have been designated as confidential by a party other than Defendants. For
11 purposes of clarity, Defendants do not agree to and shall not provide Plaintiffs with any
12 discovery produced by the plaintiffs or by any existing or future third parties in the Securities
13 Action, including any transcripts of third-party depositions taken in the Securities Action;

14 5. Defendants agree to provide Plaintiffs with reasonable advance notice of any
15 mediation that takes place in regards to the Securities Action or any other factually related
16 shareholder action and further agree that Plaintiffs shall be invited to participate in any such
17 mediation;

18 6. The composition of AMD's Board of Directors that will be considered in
19 connection with determining whether Plaintiffs have pled facts sufficient to raise a reasonable
20 doubt that a pre-litigation demand on the Company's Board of Directors would have been futile
21 shall be the composition of the Board of Directors as of April 27, 2015, the date this action was
22 initiated; and

23 7. By entering into this Stipulation, the Parties do not waive any rights not
24 specifically addressed herein, including the right to pursue formal discovery and/or file any
25 motion that any Party deems appropriate once this action is no longer temporarily stayed.

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1 Dated: June 3, 2015

SCHUBERT JONCKHEER & KOLBE LLP

3 By: /s/ Robert C. Schubert [with permission]
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14 *Attorneys for Plaintiffs*

12 Dated: June 3, 2015

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24 *Attorneys for Defendants*

23 **~~PROPOSED~~ ORDER**

24 **PURSUANT TO STIPULATION, IT IS SO ORDERED.**

26 June 4, 2015
27 Date

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27 Honorable Yvonne Gonzalez Rogers
28 United States District Judge

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Dated: June 3, 2015

By: /s/ Melanie M. Blunschi

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